

RECORDATION NO. 12923 FILE NO.

FEB 12 1981 - 9 15 AM

Executed in 25 Counterparts
of which this is No. 4INTERSTATE COMMERCE COMMISSION

BURLINGTON NORTHERN INC.

TO

THE BOATMEN'S NATIONAL BANK OF ST. LOUIS,

Trustee.

FIRST SUPPLEMENTAL INDENTURE

Dated as of November 21, 1980

TO

ST. LOUIS-SAN FRANCISCO RAILWAY COMPANY
REFUNDING PURCHASE MONEY MORTGAGE INDENTURE

Dated as of February 1, 1968

Providing for Assumption of Obligations
by Reason of Merger of St. Louis-San Francisco Railway CompanyRECEIVED
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THIS FIRST SUPPLEMENTAL INDENTURE dated as of November 21, 1980, between Burlington Northern Inc., a corporation duly organized and existing under the laws of the State of Delaware (hereinafter sometimes called the "New Company"), party of the first part, and The Boatmen's National Bank of St. Louis, a national banking association organized and existing under the laws of the United States of America (hereinafter sometimes called the "Trustee"), party of the second part;

WITNESSETH:

WHEREAS, St. Louis-San Francisco Railway Company (hereinafter called the "Old Company") as of the first day of February, 1968, as the party of the first part, did make, execute and deliver to the Trustee its Refunding Purchase Money Mortgage Indenture (hereinafter called the "Mortgage") to secure the payment of the principal of, and the premium, if any, and interest on its 6-3/4% Purchase Money Mortgage Notes due August 1, 1992 (hereinafter called the "Notes"); and

WHEREAS, the Interstate Commerce Commission has approved and authorized a merger of the Old Company into the New Company pursuant to an Agreement of Merger and Plan of Reorganization dated as of November 15, 1977, which agreement provides, among other things, for the assumption by the New Company of the Old Company's obligations; and

WHEREAS, the merger so provided for was consummated on November 21, 1980; and

WHEREAS, all things necessary to authorize said assumption by the New Company and to make this First Supplemental Indenture when executed by the parties hereto a valid and binding amendment to the Mortgage, including all necessary action by the Interstate Commerce Commission, have been done and performed;

NOW, THEREFORE, in consideration of the premises and of the sum of Ten Dollars (\$10.00) paid by the Trustee to the New Company, receipt of which is hereby acknowledged, the parties hereto do hereby covenant and agree as follows:

SECTION 1. The New Company hereby assumes the due and punctual payment of the principal of, and the premium, if any, and interest on all of the Notes, according to their tenor, and the due and punctual performance and observance of all the covenants and conditions of the Mortgage, so that in accordance with the provisions of ARTICLE THIRTEEN of the Mortgage the New Company shall succeed to and be substituted for the Old Company, with the same effect as if the New Company had been named in the Mortgage as the party of the

first part thereto and had duly executed and delivered the same.

SECTION 2. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this First Supplemental Indenture or the due execution hereof by the New Company or for or in respect of the recitals contained herein, all of which recitals are made by the New Company solely. No implied covenant or obligation shall be read into this First Supplemental Indenture against the Trustee.

SECTION 3. This First Supplemental Indenture may be executed in any number of counterparts, each of which shall be an original; but such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, Burlington Northern Inc., party of the first part, has caused this First Supplemental Indenture to be signed and acknowledged by its President and Chief Executive Officer or one of its Vice Presidents, and its corporate seal to be affixed hereunto and the same to be attested by its Secretary or an Assistant Secretary; and The Boatmen's National Bank of St. Louis, party of the second part, has caused this First Supplemental Indenture to be signed and acknowledged by one of its Trust Officers, and its corporate seal to be affixed hereunto and the same to be attested by one of its Assistant Trust Officers; all as of the day and year first above written.

BURLINGTON NORTHERN INC.

(Seal)

By R. C. Bunnell
Vice President and Treasurer

Attest:

G. F. Hunkeler
Assistant Secretary

Signed, sealed and acknowledged
by Burlington Northern Inc.
in the presence of

John C. Smith
Donald S. Swenberg
Attesting Witnesses

THE BOATMEN'S NATIONAL BANK
OF ST. LOUIS,
as Trustee as aforesaid

(Seal)

By *H. H. Muller*
Vice President

Attest:

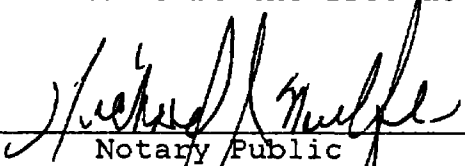
W. H. H. H.
Assistant Trust Officer

Signed, sealed and acknowledged
by The Boatman's National Bank
of St. Louis in the presence of

Charles W. Thompson
R. Schenck
Attesting Witnesses

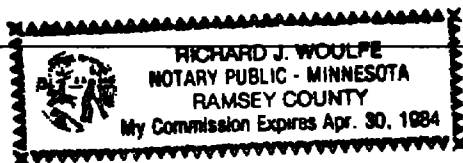
STATE OF MINNESOTA)
) SS
COUNTY OF RAMSEY)

On this 26TH day of December, 1980, before me, a Notary Public in and for said County and State, personally appeared R. C. Burton, Jr. and G. F. Steinhibel, to me personally known to be the Vice President and Treasurer and an Assistant Secretary, respectively, of Burlington Northern Inc., one of the corporations described in and that executed the within instrument, who, being by me duly sworn, did say that they are, respectively, the Vice President and Treasurer and an Assistant Secretary of said corporation, and that the seal affixed to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said R. C. Burton, Jr. and G. F. Steinhibel acknowledged said instrument to be the free act and deed of said corporation.



Notary Public

My Commission expires:



STATE OF MISSOURI)
) SS
CITY OF ST. LOUIS)

On this 30th day of December, 1980, before me
appeared MARVIN A. MUELLER and G. ROLLAND HYLE,
to me personally known, who, being by me duly sworn, did say
that they are a Vice President and Assistant Trust Officer,
respectively, of The Boatman's National Bank of St. Louis,
and that the seal affixed to the foregoing instrument is the
corporate seal of said corporation, and that said instrument
was signed and sealed in behalf of said corporation by
authority of its board of directors, and said MARVIN A. MUELLER
and G. ROLLAND HYLE acknowledged said instrument to be
the free act and deed of said corporation.


Notary Public

My Commission Expires:

KAREN J. CASAGRANDE, Notary Public
STATE OF MISSOURI, ST. LOUIS CITY
MY COMMISSION EXPIRES AUG 23 1982

**First Supplemental Indenture, Dated November 21, 1980
St. Louis-San Francisco Railway Company
Refunding Purchase Money Mortgage Indenture,
Dated February 1, 1968, of which The
Boatmen's National Bank Of St. Louis, is Trustee**

Burlington Northern Inc.

Date Required For Recordation

Address of the parties to the instrument:

Burlington Northern Inc.
176 East Fifth Street
St. Paul, Minnesota 55101

The Boatmen's National Bank of St. Louis
Attn: Corporate Trust Department
720 Olive Street, P.O. Box 118
St. Louis, Missouri 63166

Names of the parties executing the instrument:

For Burlington Northern Inc.
R. C. Burton, Jr.
Vice President and Treasurer

For The Boatmen's National Bank of St. Louis
Marvin A. Mueller
Vice President

Attest
G. F. Steinhilbel
Assistant Secretary

Attest
G. Rolland Hyle
Assistant Trust Officer

Attesting Witnesses
John C. Smith
Donna Swedberg

Attesting Witnesses
Carol M. Douglas
R. Schumaker

Notary Public, State of Minnesota
Richard J. Woulfe
Commission Expires
April 30, 1984

Notary Public, State of Missouri
Karen J. Casagrande
Commission Expires
August 23, 1982

Conveyancing, State Deed Tax, etc. Due Hereon: None
Mortgage Registration Tax Due Hereon: None

This instrument was drafted by:

Real Property Taxes For The Within Described
Real Property Should be Sent to:

Director, Property Taxes, Room 860
Burlington Northern Inc.
176 East Fifth Street
St. Paul, Minnesota 55101

Sidley & Austin
Attorneys-at-Law
Thomas J. Gregg, Esquire
One First National Plaza
Chicago, Illinois 60603